

**FILED**

**APR 13 1999**

**OREGON  
SECRETARY OF STATE**

Registry Number:

685616-88

**ARTICLES OF INCORPORATION**

**OF**

**ASSOCIATION OF UNIT OWNERS OF SUNSHINE CREEK CONDOMINIUMS**

**ARTICLE I**

**Name**

The name of this non-profit corporation is Association of Unit Owners of Sunshine Creek Condominiums.

**ARTICLE II**

**Statutory Designation**

The corporation is a mutual benefit corporation.

**ARTICLE III**

**Mailing of Notices**

The address of the Corporation to which notices may be mailed until the Corporation designates its principal office in its annual report is Pacific Northwest Real Estate, P.O. Box 554, Lake Oswego, OR 97034

**ARTICLE IV**

**Purpose**

The purpose or purposes for which this corporation, a nonprofit corporation, is organized are:

(1) To operate, manage and administer the Sunshine Creek Condominiums;  
and

(2) To engage in any other lawful business activity whatsoever that may hereafter from time to time be authorized by the Board of Directors and permitted by the Oregon Nonprofit Corporation Act, as the same shall be amended from time to time.

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## ARTICLE V

### Powers

This corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Oregon Nonprofit Corporation Act, with the powers enumerated in Section 12 of that certain Declaration submitting Sunshine Creek Condominiums to Condominium Ownership, dated as of June 19, 1998, which was recorded on August 14, 1998, as Recorder's Fee No. 98089628, Records of Washington County, Oregon (the "Declaration"), and as set forth in Section 100.405 of the Oregon Revised Statutes.

## ARTICLE VI

### Registered Office

The address of the corporation's initial registered office is 101 SW Main Street, 15<sup>th</sup> Floor, Portland, Oregon 97204, and the name of the corporation's initial registered agent at such address is FPS Registry Services, Inc. (Oregon), registry number 382507-83.

## ARTICLE VII

### Incorporator

The name of the incorporator is Walter W. McMonies, Jr. and his address is c/o Foster Pepper Shefelman LLP, 101 SW Main Street, 15<sup>th</sup> Floor, Portland, OR 97204.

## ARTICLE VIII

### Members

The Corporation shall have "members" as that term is defined in the Oregon Nonprofit Corporation Act. Membership in this Corporation shall be composed of owners of units in the Sunshine Creek Condominium as the term "owner" is defined in the Declaration.

## ARTICLE IX

### Distribution of Earnings

No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of or be distributable to, as a loan or otherwise, any member, officer, director, or other individual having a personal or private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make reimbursements for reasonable expenses incurred in its behalf

## ARTICLE X

### Limitation on Liability of Directors

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as it now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for conduct as a director except to the extent that such exemption from liability or limitation thereof is not permitted under the Oregon Nonprofit Corporation Act, as it now exists or may hereafter be amended. No repeal or amendment to this Article shall adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment.

## ARTICLE XI

### Indemnification of Officers, Directors, Employees and Agents

The Corporation shall indemnify each of its officers and directors to the fullest extent permissible under the Oregon Nonprofit Corporation Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorneys' fees) incurred or suffered by such person by reason of or arising from the fact that such person is or was serving as a director or officer of the Corporation or in another capacity with the Corporation or any other entity (as provided in the Oregon Non-Profit Corporation Act) at the request of the Corporation, and such indemnification shall continue for a person who has ceased to act in such capacity and shall inure to the benefit of his or her heirs, executors, and administrators. The Corporation may, by action of the board of directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the indemnification provided in this Article XI to officers and directors. The indemnification provided in this Article XI shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, resolution of members or directors, contract, or otherwise.

## ARTICLE XII

### Distribution of Assets Upon Dissolution

In the event that the condominium form of ownership of Sunshine Creek Condominium shall be terminated or abandoned, the Corporation shall be dissolved and all of the assets of the Corporation remaining after payment of creditors and after return, transfer or conveyance of assets held conditionally, which condition requires return, transfer or conveyance upon dissolution, if any, shall be distributed among the unit owners in proportion to their respective percentages of undivided interest in the common elements of Sunshine Creek Condominium, and each unit owner's share of such assets shall be applied first to the payment of all mortgages and liens on the said unit owner's interest in the common elements, and the balance of each share shall be distributed to the unit owner. In no event shall any of the Corporation's assets be distributed to the officers or directors of the Corporation in any amount

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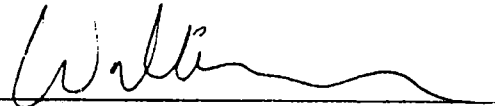
greater than the share, if any, which would be distributed to such officer or director on the basis of ownership of a unit as set forth in this Article XII.

ARTICLE XIII

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

DATED: April 12 1999



Walter W. McMonies, Jr., Incorporator

Person to contact regarding this filing:

Walter McMonies, Jr. Telephone No.: (503) 221-2235  
Foster Pepper Shefelman, LLP  
101 SW Main Street  
15<sup>th</sup> Floor  
Portland, OR 97204